



INNO-PACIFIC HOLDINGS LTD

(Company Registration Number 197301788K)
(Incorporated in the Republic of Singapore)

**THE PROPOSED ACQUISITIONS ANNOUNCED BY THE COMPANY ON 16 FEBRUARY 2011, 17 FEBRUARY 2011, 24 FEBRUARY 2011, 28 FEBRUARY 2011 and 7 MARCH 2011
– APPROVAL IN-PRINCIPLE FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings as ascribed to them in the Company's announcements on 16, 17, 24 and 28 February 2011 and 7 March 2011 relating to the proposed acquisitions.

The Board of Directors of Inno-Pacific Holdings Ltd (the "**Company**") refers to the following announcements which were released on 16 February 2011, 17 February 2011, 24 February 2011, 28 February 2011 and 7 March 2011:-

- (i) an announcement dated 16 February 2011 in relation to the proposed acquisition by the Company of the entire issued and paid-up share capital of Enigma Ventures Sdn Bhd for a purchase consideration of S\$2,000,000 (the "**Enigma Acquisition**");
- (ii) an announcement dated 16 February 2011 in relation to the proposed acquisition by the Company of a 25% interest in the issued and paid-up share capital of Grand Prosper Group Limited for a purchase consideration of \$2,000,000 (the "**Grand Prosper Acquisition**");
- (iii) an announcement dated 16 February 2011 in relation to the proposed acquisition by the Company's wholly-owned subsidiary, Inno-Pacific Realty Sdn Bhd ("**IPR**"), of three (3) residential units of a condominium known as "Clear Water Residence" located in Kuala Lumpur, Malaysia, for a total purchase consideration of MYR6,398,872 (equivalent to approximately S\$2,684,878) (the "**Clear Water Properties Acquisition**");
- (iv) an announcement dated 16 February 2011 in relation to the proposed acquisition by IPR of three (3) shophouses located in Kota Kinabalu, Sabah, Malaysia for a total purchase consideration of MYR1,230,030 (equivalent to approximately S\$516,169) (the "**Shophouses Acquisition**");
- (v) an announcement dated 17 February 2011 in relation to the proposed acquisition by the Company of a 35% interest in the issued and paid-up share capital of Trackplus Sdn Bhd for a purchase consideration of MYR5,250,000 (equivalent to approximately S\$2,202,828 (the "**Trackplus Acquisition**"); and
- (vi) an announcement dated 24 February 2011 in relation to the proposed acquisition by IPR of the entire issued and paid-up share capital of Megan Midas Sdn Bhd for a purchase consideration of MYR3,600,000 (equivalent to approximately S\$1,510,510) (the "**Megan Midas Acquisition**").

The Enigma Acquisition, the Grand Prosper Acquisition, the Clear Water Properties Acquisition, Shophouses Acquisition, the Trackplus Acquisition, and the Megan Midas Acquisition are collectively the "**Proposed Acquisitions**".

The purchase consideration for the Proposed Acquisitions are to be satisfied by the allotment and issue of an aggregate of 1,091,437,210 new ordinary shares in the capital of the Company (the "**Consideration Shares**") at an issue price of S\$0.01 for each consideration share in full satisfaction of the purchase consideration for each of the Enigma Acquisition, the Grand Prosper Acquisition, the Trackplus Acquisition, the Clear Water Properties Acquisition and the Megan Midas Acquisition, and in partial satisfaction of the purchase consideration for the Shophouses Acquisition.

The Board of Directors of the Company is pleased to announce that the Singapore Exchange Securities Trading Limited ("**SGX-ST**") has on 13 May 2011 granted approval in-principle for the Proposed Acquisitions and Consideration Shares.

The approval in-principle granted by the SGX-ST is subject to the following:-

- (a) compliance with the SGX-ST's listing requirements;
- (b) submission of a written undertaking from the Company that Rule 803 is complied with pursuant to the issue of Consideration Shares in respect of the Proposed Acquisitions; and
- (c) Shareholders' approval being obtained for the Proposed Acquisitions and the issuance of Consideration Shares.

The in-principle approval of the SGX-ST is not to be taken as an indication of the merits of the Proposed Acquisitions, the Consideration Shares, the Company and/or its subsidiaries.

A circular containing further details of the Proposed Acquisitions and enclosing the notice of extraordinary general meeting to be convened in connection therewith will be despatched by the Company to shareholders in due course.

A separate announcement will be issued by the Company upon the allotment and issue of the Consideration Shares and the listing and quotation of the Consideration Shares on the Main Board of the SGX-ST.

By Order of the Board
INNO-PACIFIC HOLDINGS LTD

WONG CHIN YONG
Chief Executive Officer
15 May 2011